

40 At the Annual Meeting, the Members shall elect, by ballot, persons to serve on the Board of
41 Directors, and may review and pass upon the policies, proposed work, finances of the
42 Organization and other matters. Actions at a meeting of the Members shall be authorized by a
43 majority of the Members present and voting. Members attending a meeting of the Members are
44 eligible to vote. Proxies are not permitted. Members may vote to remove a Director at any time
45 with or without cause. Meetings of Members shall be conducted according to "Modern
46 Parliamentary Procedure." (Keesley).

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48

49 Article V. Board of Directors

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51 The Board of Directors ("Board") shall consist of at least 12 but not more than 18 persons, all of
52 whom shall be Members. Directors shall serve for a three year term, and may be elected to one
53 additional three year term. The terms of Directors may be staggered. After a person has been off the
54 Board for a period of one year, he or she shall again be eligible for election to the Board. The Board
55 will meet monthly or otherwise as agreed upon by the Board, upon one week's notice given by
56 phone, mail, electronically, or in person. Staff shall participate in meetings of the Board, but shall
57 not have voting privileges

58

59 Responsibilities of the Board shall include:

60

- 61 - Setting the amount of dues required for Membership.
- 62
- 63 - Conducting the business of the Organization between meetings of the Members.
- 64
- 65 - Setting policies for the Organization.
- 66
- 67 - Receiving, discussing, and accepting financial and program reports and adopting an
68 annual budget.
- 69
- 70 - Reporting the Organization's work and finances to the Members.
- 71
- 72 - Calling a meeting of the Members, as necessary.
- 73
- 74 - Employing program staff and consultants as necessary to effectuate the purposes of
75 the Organization.
- 76
- 77 - Filling vacancies on the Board if they arise more than one month prior to the Annual
78 Meeting. A person appointed to fill a vacancy shall complete the term of the person
79 being replaced, subject to approval of the Members at the next Annual Meeting.
- 80

80

81 The Board shall have the following committees:

82

- 83 - Finance Committee. The Finance Committee shall assist in planning for the
84 needs of the Organization, be responsible for preparing regular financial reports
85 for the Board, and ensure implementation of financial policies.

86 - Nominating Committee. The Nominating Committee shall consist of
87 representatives from the Board, staff, and the other committees. At least 1 month
88 before the Annual Meeting, the Nominating Committee shall propose a slate of
89 nominees for the Board and a nominee for President. Members may submit
90 nominee suggestions to the nominating committee.

91
92 - Personnel Committee. The Personnel Committee shall evaluate current staff, be
93 responsible for hiring new staff, and act as the liaison between staff and the board
94 on employment matters.

95
96 The Board shall have the authority to appoint additional short-term and standing committees,
97 including Task Forces, to plan and carry out the programmatic work of the Organization. All
98 committees shall be accountable to the Board.

99
100 The Officers shall constitute the Executive Committee. The Executive Committee may act on
101 behalf of the full Board on matters that require action between Board meetings, and it has the power
102 and authority to so act subject only to those limitations set forth in the Michigan Non-Profit
103 Corporation Act.

104
105 Article VI. Officers

106
107 Section 1. Officers. The Officers of the Organization shall be members of the Board
108 and shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other officers as
109 the Board may determine. Except for the President, who shall be elected at the Annual Meeting,
110 the Officers shall be selected by the Board.

111
112 Section 2. Functions. Each Officer shall have such authority and perform such duties
113 in the management of the affairs of the Organization as follows, and as further prescribed by the
114 Board:

115
116 - President. The President of the Board shall preside at all meetings of the Board and
117 shall perform such other duties as may be prescribed from time to time by the Board
118 or by these By-Laws.

119
120 - Vice-President. The Vice-President shall perform the duties of the President when
121 the President is unavailable.

122
123 - Secretary. The Secretary shall keep proper minutes of the meetings of the Board and
124 shall give notices of meetings of the Members of the Organization and of meetings of
125 the Board.

126
127 - Treasurer. The Treasurer shall have custody of the funds of the Organization and
128 shall make such disbursements as are required.

129
130 - Other Officers. Any other Officers appointed by the Board shall perform those
131 functions that the Board prescribes.

132

133 Article VII. Contracts, Loans, Checks and Deposits

134
135 Section 1. Contracts. The Board may authorize any officers or agents to enter into any
136 contract or execute and deliver any instrument in the name of and on behalf of the Organization, and
137 such authority may be general or confined to specific instances.

138
139 Section 2. Loans. No loans shall be contracted on behalf of the Organization, and no
140 evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board.
141 Such authority may be general or confined to specific instances.

142
143 Section 3. Checks, Drafts, etc. All checks, drafts or other orders for payment of money,
144 notes or other evidences of indebtedness issued in the name of the Organization, shall be signed by
145 such officers or agents of the Organization and in such manner as shall from time to time be
146 determined by resolution of the Board.

147
148 Section 4. Deposits. All funds of the Organization, not otherwise employed, shall be
149 deposited from time to time to the credit of the Organization in such banks, trust companies or other
150 depositories as the Board may select.

151
152 Article VIII. Indemnification of Officers, Directors, Employees, and Agents

153
154 Section 1. Indemnification: Third Party Actions. This Organization has the power to
155 indemnify a person who was or is a party, or is threatened to be made a party to a threatened, pending
156 or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and
157 whether formal or informal (other than an action by or in the right of this Organization) by reason of
158 fact that the person is or was a Director, Officer, employee or agent of this Organization, or is or was
159 serving at the request of this Organization as a Director, Officer, Partner, Trustee, employee or agent
160 of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or
161 other enterprise, whether for profit or not for profit, against expenses (including attorney's fees),
162 judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by that
163 person in connection with the action, suit or proceeding if that person acted in good faith and in a
164 manner reasonably believed by that person to be in or not opposed to the best interests of this
165 Organization or its Shareholders or Members, and with respect to a criminal action or proceeding,
166 that person had no reasonable cause to believe that the conduct was unlawful. The termination of an
167 action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo
168 contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in
169 good faith and in a manner reasonably believed by that person to be in or not opposed to the best
170 interests of this Organization or its Shareholders or Members and, with respect to a criminal action or
171 proceeding, had reasonable cause to believe that the person's conduct was unlawful.

172
173 Section 2. Indemnification: Actions in the Right of this Organization. This Organization has
174 the power to indemnify a person who was or is a party to, or is threatened to be made a party to a
175 threatened, pending or completed action or suit by or in the right of this Organization to procure a
176 judgment in its favor by reason of the fact that the person is or was a Director, Officer, employee or
177 agent of this Organization, or is or was serving at the request of this Organization as a Director,
178 Officer, Partner, Trustee, employee or agent of another foreign or domestic corporation, business
179 corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against
180 expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement incurred

181 by that person in connection with the action or suit if that person acted in good faith and in a manner
182 reasonably believed by that person to be in or not opposed to the best interests of this Organization or
183 its Shareholders or Members. However, no indemnification shall be made for a claim, issue, or
184 matter in which such person shall be found to be liable to the Organization unless and only to the
185 extent that the court in which such action or suit was brought has determined upon application that,
186 despite the adjudication of liability but in view of all circumstances of the case, that person is fairly
187 and reasonably entitled to indemnification for the expense which the court considers proper.
188

189 Section 3. Indemnification: Mandatory and Permissive Payments.
190

191 a) To the extent that a Director, Officer, employee or agent of this Organization has
192 been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in
193 the Section 1 or Section 2 of this Article VIII, or in defense of a claim, issue or matter in the action,
194 suit, or proceeding, that person shall be indemnified against expenses (including actual and
195 reasonable attorneys' fees) incurred by that person in connection with the action, suit or proceeding
196 as well as in connection with the action, suit or proceeding brought to enforce the mandatory
197 indemnification provided in this Subsection.
198

199 b) An indemnification under Section 1 or Section 2 of this Article VIII, unless ordered
200 by a court, shall be made by this Organization only as authorized in a specific case upon a
201 determination that indemnification of the Director, Officer, employee or agent is proper in the
202 circumstances because that person has met the applicable standard of conduct as set fourth in either
203 Section 1 or Section 2. That determination shall be made in any of the following ways:
204

205 1) A majority vote of a quorum of the Board consisting of Directors who were
206 not parties to the action, suit or proceeding.
207

208 2) If that quorum is not obtainable, then by a majority vote of a Committee of
209 Directors who were not parties to the action, suit or proceeding. The Committee shall consist of not
210 less than 2 disinterested Directors.
211

212 3) By independent legal counsel in a written opinion.
213

214 4) By the Shareholders or Members.
215

216 c) If a person is entitled to indemnification under Section 1 or Section 2 of this Article'
217 VIII for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts
218 paid in settlement, but not for the total amount thereof, the Organization may indemnify the person
219 for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which
220 the person is entitled to be indemnified.
221

222 Section 4. Indemnification: Expense Advances. Expenses incurred in defending a civil or
223 criminal action, suit or proceeding described in Section 1 or Section 2 of this Article VIII may be
224 paid by this Organization in advance of the final disposition by the action, suit, or proceeding upon
225 receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay the
226 expenses if it is ultimately determined that the person is not entitled to be indemnified by this
227 Organization. The undertaking shall be by unlimited general obligation of the person on whose
228 behalf advances are made but need not be secured. The indemnification provisions of Sections 1
229 through 4 of this Article VIII shall continue as to a person who ceases to be a Director, Officer,

230 employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of that
231 person.

232
233 Article IX. Amendments

234
235 Amendments to these By-Laws may be made at the Annual Meeting or at a meeting specifically
236 called for that purpose. At least 3 weeks notice of a proposed amendment to the By-Laws,
237 including the language of any proposed amendment, shall be given to the Members before a vote
238 to amend the By-Laws is taken. The scope of debate on a proposed amendment to the By-Laws
239 shall be limited to the Article at issue. For a proposed amendment to the By-Laws to be
240 effective, 60 percent of those present and voting must approve it.

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Approved by a vote of the membership on March 30, 2008